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July 23, 2021

**VIA ELECTRONIC MAIL**

Janet S. Casciato-Northrup, Chapter 7 Trustee of the Debtors  
Hughes Watters Askanase LLP  
1201 Louisiana Street, Suite 2800  
Total Plaza  
Houston, Texas 77002  
Email: jasn@hwa.com

Country Fresh Holding Company Inc.  
3200 Research Forest Drive, Suite A5  
The Woodlands, TX 77381  
Attention: William Anderson  
Email: William.anderson@freshfoodgroup.com; William.andersen@ffgtransition.onmicrosoft.com

***Re: Notice of Exercise of Designation Rights***

Dear Ms. Northrup and Mr. Anderson:

As you are aware, we are counsel to Stellex/CF Buyer (US) LLC (the “Buyer”), the purchaser of the Assets under that certain Asset Purchase Agreement, dated as of April 29, 2021, by and between the Sellers and the Buyer (as may be amended, supplemented or otherwise modified from time to time in accordance with its terms, together with all exhibits and schedules thereto, the “APA”).<sup>1</sup>

Reference is made to that certain *Order Authorizing Country Fresh Holdings Company Inc. and its Affiliated Debtors to (I) Sell Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing and Approving the Debtors’ Performance Under the APA, (III) Authorizing and Approving the Assumption and Assignment of Certain of the Debtors’ Executory Contracts, Unexpired Leases, and Permits Related Thereto, and (IV) Granting Related Relief* [Docket No. 437] (as may be amended, supplemented, or otherwise modified from time to time, the “Sale Order”).

In accordance with the Buyer’s rights under Section 2.6 and Section 2.7 of the APA and the Sale Order, the Buyer hereby designates (1) each Contract set forth on Schedule 1 attached hereto as an Excluded Contract, Excluded Asset, and Excluded Liability and (2) each Lease set forth on Schedule 2 attached hereto as an Excluded Lease, Excluded Asset, and Excluded Liability.

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the APA or the Sale Order, as applicable.



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Accordingly, the Buyer has no objection to the Sellers rejecting the Excluded Contracts and Excluded Leases set forth on Schedules 1-2 attached hereto. If the Sellers move to reject such Excluded Contracts and Excluded Leases, the Buyer takes no position with respect to any such motion. In no circumstance will the Buyer be liable in any fashion with respect to such Excluded Contracts and Excluded Leases.

For the avoidance of doubt, nothing herein shall limit any rights the Buyer has with respect to Contracts, Leases, Insurance Policies, and Permits not listed on Schedules 1-2 attached hereto, including, but not limited to, the right to designate such Contracts, Leases, Insurance Policies, and Permits as either (1) Desired Contracts, Desired Leases, Desired Insurance Policies, or Desired Permits, or (2) Excluded Contracts, Excluded Leases, Excluded Insurance Policies, or Excluded Permits, at a later date in accordance with the APA, the Sale Order, or any other order of the Bankruptcy Court. The Buyer shall not be liable in any fashion with respect to such Contracts, Leases, Insurance Policies, and Permits other than as expressly set forth in the APA, the Sale Order, or the Transition Services Agreement.

In accordance with the Sale Order, including paragraph 24 thereof, within two (2) Business Days after the chapter 7 trustee (the "Trustee") receives this notice, the Trustee, on behalf of the Debtors, shall file a notice on the docket and provide notice to the counterparty to each Excluded Contract and Excluded Lease, and its counsel, if known, of the intent to reject such Excluded Contract and Excluded Lease, as applicable, which notice shall include, among other things, a deadline of no less than ten (10) Business Days from the date of service of such notice to object to the rejection of such Excluded Contract or Excluded Lease.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Carey D. Schreiber".

Carey D. Schreiber

cc: via Electronic Mail:

Foley & Lardner LLP  
1000 Louisiana Street, Suite 2000  
Houston, TX 77002  
Attention: Eunice Song and John Melko  
Email: [esong@foley.com](mailto:esong@foley.com); [jmelko@foley.com](mailto:jmelko@foley.com)

Stellex CF/Buyer (US) LLC  
c/o Stellex Capital Management LLC  
900 Third Avenue, 25<sup>th</sup> Floor  
New York, NY 10022  
Attention: Trey Lee  
Email: [tlee@stellexcapital.com](mailto:tlee@stellexcapital.com)

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Winston & Strawn LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Jennifer C. Kurtis  
Email: [jkurtis@winston.com](mailto:jkurtis@winston.com)

Counsel to Chapter 7 Trustee of the Debtors  
Hughes Watters Askanase LLP  
1201 Louisiana Street, Suite 2800  
Total Plaza  
Houston, Texas 77002  
Attention: Wayne Kitchens and Heather McIntyre  
Email: [jwk@hwallp.com](mailto:jwk@hwallp.com); [HMcIntyre@hwallp.com](mailto:HMcIntyre@hwallp.com)



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**Schedule 1**

**Excluded Contracts**

COUNTERPARTY	DEBTOR ENTITY	CONTRACT TYPE	DESCRIPTION	CONTRACT DATE
ARAMARK UNIFORM & CAREER APPAREL LLC	FRESH FOOD GROUP (D/B/A COUNTRY FRESH INC); SUN RICH	SUPPLY AGREEMENT	ARAMARK AGREEMENT 5/11/2020	5/11/2020
CAROLINA MATERIAL HANDLING SERVICES, INC. (CMH)	COUNTRY FRESH	SERVICE AGREEMENT	PLANNED MAINTENANCE AGREEMENT (GRAY COURT)	1/26/2018
CENVEO WORLDWIDE LIMITED	COUNTRY FRESH LLC	SUPPLY AGREEMENT	CENVEO SUPPLY AGREEMENT - COUNTRY FRESH	6/1/2019
CITISTAFF SOLUTIONS INC	SUN RICH FRESH FOODS (USA), INC.	STAFFING AGREEMENT	CITISTAFF SOLUTIONS STAFFING AGREEMENT	10/14/2020
COMCAST BUSINESS SERVICES	COUNTRY FRESH LLC	SERVICE AGREEMENT	COMCAST ID # 18672873	3/5/2018
DE LAGE LANDEN FINANCIAL SERVICES INC	HERR HOLDINGS - CFP LTD (D/B/A COUNTRY FRESH PRODUCE)	EQUIPMENT LEASE	FORKLIFT LEASE	2/14/2018
DE LAGE LANDEN FINANCIAL SERVICES INC	HERR HOLDINGS - CFP LTD (D/B/A COUNTRY FRESH PRODUCE)	EQUIPMENT LEASE	FORKLIFT LEASE	3/29/2018
FIRST STEP STAFFING	COUNTRY FRESH PENNSYLVANIA, LLC	STAFFING AGREEMENT	ON TIME (FIRST STEP) STAFFING SERVICES AGREEMENT HATFIELD	7/13/2015
HUDSON ENERGY SERVICES LLC	COUNTRY FRESH LLC	UTILITY AGREEMENT	HUDSON ENERGY HATFIELD AGREEMENT	2/18/2020
ITRADENETWORK, INC.	COUNTRY FRESH INC. / SUN RICH FRESH FOODS INC.	SERVICE AGREEMENT	NETWORK SOLUTIONS AND SERVICE AGREEMENT TOGETHER WITH ADDENDUMS	2/14/2014
J.J. KELLER & ASSOCIATES	COUNTRY FRESH INC	SERVICE AGREEMENT	MANAGED SERVICES AGREEMENT FOR DRIVER DATASENSE PLUS SE	2/27/2018



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COUNTERPARTY	DEBTOR ENTITY	CONTRACT TYPE	DESCRIPTION	CONTRACT DATE
KONICA MINOLTA	COUNTRY FRESH LLC	EQUIPMENT LEASE	MASTER PREMIER ADVANTAGE AGREEMENT	10/19/2019
KONICA MINOLTA (WELLS FARGO VENDOR FINANCING)]	COUNTRY FRESH LLC	EQUIPMENT LEASE	COPIER LEASE AGREEMENT: CUST # 3691167356	VARIOUS
KONICA MINOLTA PREMIER FINANCE	COUNTRY FRESH LLC	EQUIPMENT LEASE	COPIER LEASE (MODELS 364E-A61F011022687 & 346E-A61F011022200)	VARIOUS
METAFILE INFORMATION SYSTEMS, INC.	COUNTRY FRESH LLC	SERVICE AGREEMENT	METAVIEWER SOFTWARE SOLUTIONS CONTRACT	7/28/2020
MHC TRUCK LEASING INC	COUNTRY FRESH TRANSPORTATION LLC	EQUIPMENT LEASE	MHC TRUCK (PACLEASE) AGREEMENT	11/30/2018
STREAMLINE OFFICE SOLUTIONS	COUNTRY FRESH ORLANDO LLC	EQUIPMENT LEASE	COPIER RENTAL AGREEMENT	5/10/2018
STREAMLINE OFFICE SOLUTIONS	COUNTRY FRESH INC.	EQUIPMENT LEASE	LEASE FOR RICOH MP5055 AND RICOH SP5210	5/10/2018
SUNBELT MATERIAL HANDLING	COUNTRY FRESH PRODUCE	EQUIPMENT LEASE	GRAND PRAIRIE FORKLIFT LEASE	
TIAA BANK	COUNTRY FRESH, INC.	EQUIPMENT LEASE	TIAA COMMERCIAL FINANCE CONTRACT # 20348750	2/11/2021
TOYOTA INDUSTRIES COMMERCIAL FINANCE	COUNTRY FRESH LLC	EQUIPMENT LEASE	4 TOYOTA FORKLIFTS ACCT. #S: 10391965, 10436386, 10442448, 10450355	VARIOUS
TRANSPORTATION MANAGEMENT SOLUTIONS, INC.	COUNTRY FRESH LLC	SERVICE AGREEMENT	SOFTWARE SUBSCRIPTION AGREEMENT	8/1/2019
TXU ENERGY RETAIL COMPANY LLC	COUNTRY FRESH LLC	UTILITY AGREEMENT	TXU ENERGY AGREEMENT	6/24/2020
WELLS FARGO BANK NA	COUNTRY FRESH LLC	EQUIPMENT LEASE	WELLS FARGO EQUIPMENT FINANCE - FORKLIFT LEASE SOUTH CAROLINA	7/30/2018
WELLS FARGO EQUIPMENT FINANCE,	COUNTRY FRESH LLC	EQUIPMENT LEASE	LEASE AGREEMENT # 301-0358591	5/28/2018

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COUNTERPARTY	DEBTOR ENTITY	CONTRACT TYPE	DESCRIPTION	CONTRACT DATE
MANUFACTURER SERVICES GROUP				

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COUNTERPARTY	DEBTOR ENTITY	CONTRACT TYPE	DESCRIPTION	CONTRACT DATE
VISTA WOODLANDS PARTNERS LTD	COUNTRY FRESH LLC	LEASE	COUNTRY FRESH - WOODLANDS OFFICE LEASE TOGETHER WITH ALL AMENDMENTS	12/22/2017